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May 22, 2007

BY ELECTRONIC AND FIRST CLASS MAIL

Mark W. Schneider
Perkins Coie LLP
40th Floor
1201 Third Avenue
Seattle, WA 98101

Re: Confirmation of Conversation

Dear Mark:

I am writing to confirm and follow-up on our telephone conversation of last Thursday, May 17, 2007 in which Joe Jackowski also participated. Since our conversation, I spoke at length with Erik Wilson, the Plainwell City Manager. Both Erik Wilson and Mayor Richard Brooks have reviewed and approved the text of this letter.

Based on the two conversations, I am concluding that communication is breaking down in some fashion in that what you seem to be hearing from the EPA and what Erik reports he said to the EPA do not match. Similarly, what Erik heard from the EPA does not really match my understandings from our recent conversations (last week and on April 18). While I have not determined the cause of that breakdown, it is important that we understand it exists and that we do what we can to correct it. One step in doing so is, as we discussed, a letter to clarify and confirm the City's positions and thoughts on particular issues.

Before doing so, however, I wish to confirm that yesterday I received the Draft RI/FS Work Plan and the Draft Sampling and Analysis Plan. Thank you for both.

Some of the City's positions and thoughts are as follows. I have numbered the items for ready reference in further communications. In addition, I have, by the City's review of a draft of this letter, confirmed these points with the City.

1. The City remains desirous of working with Weyerhaeuser to expedite site analysis and remediation. The City understands that reduced sampling regimens, remediation that takes into account the uses that are actually anticipated in various site locations, remediation that includes restrictive covenants and requirements for exposure barriers in

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certain site locations, etc. can be helpful in expediting the process. The City anticipates on-going communications with Weyerhaeuser and the EPA in pursuit of this effort.

2. Toward the end described in #1 above, the City has asked for a proposal from JJR to provide at least possible site layouts and to provide other advice regarding demolition, architectural issues involved in reuse of the office building(s), etc. That proposal is expected imminently and the City expects to approve it for immediate work.

3. After visiting Rockford, Michigan, City officials are even more enthused about a hard-surfaced walkway along the River. While the width of that walkway and the uses adjoining it have yet to be determined (presumably, the JJR work will help with this), this is an important planning concept.

4. The site is currently zoned for residential use. While the zoning map has not yet caught-up with this re-zoning, it occurred during the negotiations with Plainwell Paper as rumors seemed to persist that Plainwell Paper might be dealing with another party who wished to make an industrial, warehousing or self-storage use of the site. The City intends the redevelopment to be for mixed uses including retail, office, residential, recreational and open space, and perhaps other very specific commercial or industrial uses that are consistent with the others. It is clear that some residential uses will be made of the site and that the River frontage (perhaps just to the south of the walkway) will be especially attractive for residential uses. Therefore, further zoning action is anticipated to provide for that mixed use development.

5. This means, as we have discussed in the past, some change in the SOW will be necessary because the site plan submitted with it is not entirely consistent with the City's thinking here. JJR's work will be helpful in developing the needed change.

6. The City wishes to move City Hall to the site in the *relatively* short term. It is anticipated this would not occur before very late this year or in the Spring of 2008. However, City officials heard developers say and conventional wisdom supports the view that City's investment in and commitment to the site could do a lot to spur other interest. Some have urged the City to make plans to do this. The City will explore what needs to happen to accommodate the City Hall on the site. For example, an underground natural gas line must be installed prior to the City's occupancy for heating the building. The City is desirous of installing it only once and so it will work with JJR to try to find the appropriate location. In addition, there are environmental considerations involved in determining the location and timing of the gas line installation. An elevator, other handicapped access accommodations, and parking areas are additional examples (but by no means an exclusive list) of other items likely to be needed. Again, the City will be consulting with JJR and others on the needs and timing for addressing them. The City intends to communicate with Weyerhaeuser as this effort progresses.

7. The City is intensely interested in ensuring the PCBs along the banks of the Mill Site are remediated at the same time the EPA/KRSG undertakes the other PCB

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remediation in and along the River in the City. This makes great sense because access for such work is currently fairly unrestricted, but may be more difficult as redevelopment begins to occur. As I have expressed to you, as Erik has expressed to the EPA, and as Erik will express to the KRSG's environmental consultant, Arcadis, this is something the City will insist upon. Toward that end, the City may hold up access to City property for any portion of the River remediation project until there are assurances the Mill Site's banks will also be addressed. Any efforts Weyerhaeuser makes to address the City's concern will be most appreciated.

8. On a related issue, the City will be allowing a road to be built on the westerly side of the site to accommodate the trucks hauling the PCB waste materials. This is needed to assure the trucks enter into from M-89 and leave the site to access M-89 at an intersection which can be improved with a traffic signal before the development referred to in the next paragraph #9 is underway.

9. On an additional related issue, gravel from property across the River will be processed on that property and used in the PCB remediation effort. That property is subject to zoning approvals requiring the owner, who is removing gravel in anticipation of the property's development as a subdivision, to slurry the gravel under the River rather than processing it on the property and trucking it through the neighborhood north of the River and down Main Street. The City is allowing for an exception in order to accommodate the EPA/KRSG's PCB remediation project. (The property owner will still need to construct the slurry pipes under the River for purposes of its gravel removal. Those pipes will ultimately be used to provide City water to that property and to carry sanitary sewage from that property to the City's WWTP south of the River.)

10. Once JJR completes its initial drawings, the City would like to meet with Weyerhaeuser representatives to discuss those drawings and any changes that might be advantageous from a site analysis and remediation perspective. We believe that, perhaps that same day, the City and Weyerhaeuser should together meet with the EPA and the MDEQ to demonstrate and clearly communicate their joint desires regarding site analysis and remediation.

While there may be other matters we need to address, this should provide some clarification and confirmation of the City's thoughts on a variety of matters. I believe they are all consistent with my previous communications. Of course if you have any concerns about any of these stated thoughts or you wish further clarifications, please contact me.

Sincerely,

CLARK HILL, LLC



Scott G. Smith

cc: Erik J. Wilson